

JAMESON WALKER
Office of the Commissioner of
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Attorney for the Securities Department

**BEFORE THE COMMISSIONER OF SECURITIES AND INSURANCE
OFFICE OF THE STATE AUDITOR
STATE OF MONTANA**

IN THE MATTER OF:

Dennis Minemyer,

Respondent.

) Case No.: SEC-2010-74
)
) **CONSENT AGREEMENT AND**
) **FINAL ORDER**
)
)
)

This Consent Agreement and Final Order (Agreement) is entered into by the office of the Commissioner of Securities and Insurance, Montana State Auditor (CSI), acting pursuant to the authority of the Securities Act of Montana, Mont. Code Ann. § 30-10-101, *et seq.* (Act), and Dennis Minemyer (Respondent).

RECITALS

WHEREAS, the CSI alleged Respondent offered and sold investment opportunities for compensation in the form of promissory notes;

WHEREAS, the CSI alleged Respondent was not licensed to offer and sell promissory note securities by the state of Montana;

WHEREAS, the CSI alleged that the Respondent violated Mont. Code Ann. § 30-10-201 (2009) by conducting securities business in Montana without registration; and

WHEREAS, the CSI and the Respondent agree that the best interests of the public would be served by entering into this Agreement;

NOW, THEREFORE, in consideration of the mutual undertakings contained in this Agreement, the CSI and the Respondent hereby agree to settle this matter pursuant to the following terms and conditions:

STIPULATIONS AND CONSENTS

I. Without admitting or denying any of the CSI's allegations, the Respondent stipulates and consents to the following:

A. The Respondent shall pay a \$5,000 fine to the state of Montana. The fine is due within ten days upon execution of this agreement.

B. The Respondent shall disgorge \$30,000 to the Receiver handling the Cornerstone Financial Corporation matter. The Respondent shall pay the disgorgement according to the following schedule: \$2,500 due by July 5, 2011; \$2,500 due by August 5, 2011; \$2,500 due by September 5, 2011; \$2,500 due by October 5, 2011; \$2,500 due by November 5, 2011; \$2,500 due by December 5, 2011; and the remaining \$15,000 due on or before December 15, 2011.

C. The Respondent fully and forever releases and discharges the Commissioner of Securities and Insurance, Montana State Auditor (Commissioner), the CSI, and all of the CSI's employees and agents from any and all actions, claims, causes of action, demands, or expenses for damages or injuries, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of this Agreement.

D. This Agreement is entered without adjudication of any issue, law, or fact. It is entered into solely for the purpose of resolving the CSI's investigation and

allegations, and is not intended to be used for any other purpose. For any person or entity not a party to this Agreement, this Agreement does not limit or create any private rights or remedies against the Respondent including limit or create liability of Respondent, or limit or create defenses of Respondent, to any claims.

E. Upon execution of this Agreement, the Respondent acknowledges and waives its right to appeal the Commissioner's Order.

F. This Agreement constitutes the entire agreement between the parties and no other promises or agreements, either express or implied, have been made by the CSI or by any member, officer, agent or representative of the CSI to induce Respondent to enter into this Agreement.

G. This Agreement may not be modified orally and any subsequent modifications to this Agreement must be mutually agreed upon in writing to be effective.

H. This Agreement shall be incorporated into and made a part of the attached Final Order issued by the Commissioner herein.

I. Upon execution of this Agreement, the CSI will not commence an administrative action against the Respondent based upon the activities alleged herein. The CSI reserves the right to commence an administrative action in the event Respondent fails to comply with the terms outlined above.

J. This Consent Agreement shall be effective upon signing of the Final Order.

K. This Agreement shall not constitute a final judgment or decree as provided by Mont. Code Ann. § 30-10-305(2).

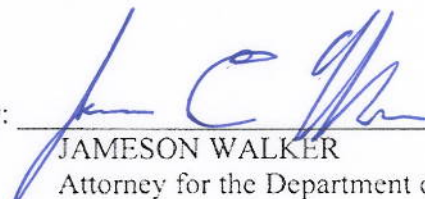
L. Respondent further understands that, upon the signing of the Final Order by the Commissioner or her representative, this Agreement will be an order of the Commissioner and failure to comply may constitute separate violations of the Securities Act pursuant to Mont. Code Ann. § 30-10-305 and/or other applicable statutes or rules. The CSI reserves the right to take subsequent legal action for failure to comply with the Final Order, including seeking fines.

M. The applicable statute of limitation is tolled for two years from the date of execution of this Agreement with regard to the allegations set forth above.

N. The Agreement is a public record under Montana law and as such may not be sealed or otherwise withheld from the public.

DATED this 4th day of May, 2011

SECURITIES DEPARTMENT

By: 
JAMESON WALKER
Attorney for the Department of Securities

DATED this 8th day of May, 2011


DENNIS MINEMYER

FINAL ORDER

Pursuant to the authority vested by Mont. Code Ann. § 2-4-603 and § 30-10-101, *et seq.*,
and upon review of the foregoing Consent Agreement and good cause appearing,

IT IS HEREBY ORDERED that the foregoing Consent Agreement between the CSI and
the Respondent is adopted as if set forth fully herein.

DATED this 9th day of May, 2011.

MONICA J. LINDEEN
Commissioner of Securities and Insurance
Montana State Auditor

By: 
LYNNE EGAN
Deputy Securities Commissioner

cc. Jameson C. Walker
Dennis Minemyer